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REGIONAL DEVELOPMENT GROUP, INC.

5511 Hansel Avenue
Orlando, FL 32809
Phone: (407) 851-1519
Fax: (407) 851-1512

October 5, 2000

Ms. Frieda Chesser
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-10/06/00--01105--018
*****78.75 *****78.75
Rec'd 10-5-00

Dear Ms. Chesser:

In December 1999, we formed a corporation under the name of Regional Development of South Carolina, Inc. In March 2000, we changed the name to Regional Development of North Carolina, Inc. because the property we purchased was in North Carolina and an error had been made on the contract. A copy of the Articles are enclosed.

We would now like to incorporate Regional Development of South Carolina, Inc. I am enclosing herewith one original and one copy of the articles of incorporation and my check in the amount of \$78.75. Along with a recorded copy of the articles, please forward a Certificate of Status to us at the above address.

I am enclosing a self-addressed Federal Express package for your use to return this to us. Thank you for your attention and assistance.

Sincerely,

REGIONAL DEVELOPMENT GROUP, INC.

Constance Ann Jones
Constance Ann Jones

CAJ/ms

Enc.

FILED
00 OCT -5 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSE OCT 6 2000

ARTICLES OF INCORPORATION
OF
REGIONAL DEVELOPMENT OF SOUTH CAROLINA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name and principal address of the Corporation is: REGIONAL DEVELOPMENT OF SOUTH CAROLINA, INC., 5511 Hansel Ave., Orlando, FL 32809.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5511 Hanasel Ave., Orlando, FL 32809 and the name of the initial registered agent of the corporation at that address is Douglas P. Hooker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the date of filing these Articles.

ARTICLE VI. DIRECTORS

This corporation shall have four (4) Directors initially. The name and street address of these initial members of the Board of Directors is:

<u>Director</u>	<u>Address</u>
Douglas P. Hooker	5511 Hansel Ave., Orlando, FL 32809
Marcus P. Hooker	5511 Hansel Ave., Orlando, FL 32809
Stanley R. Jones	5511 Hansel Ave., Orlando, FL 32809
Constance Ann Jones	5511 Hansel Ave., Orlando, FL 32809


The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed is:

President:	Douglas P. Hooker
	5511 Hansel Ave.
	Orlando, FL 32809

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is Douglas P. Hooker, 5511 Hansel Ave., Orlando, FL 32809.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 5th day of October 2000.

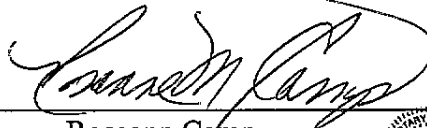

Douglas P. Hooker

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE me, the undersigned authority, personally appeared Douglas P. Hooker who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Orlando, State of Florida this 5th day of October 2000.

Notary Public:



Roseann Camp
My Commission Expires



Rosanne M. Camp
MY COMMISSION # CC648001 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for
REGIONAL DEVELOPMENT OF SOUTH CAROLINA, INC.



Douglas P. Hooker
5511 Hansel Ave.
Orlando, FL 32809

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: REGIONAL DEVELOPMENT OF SOUTH CAROLINA, INC.

2. The name and address of the registered agent and office is:

DOUGLAS P. HOOKER
5511 Hansel Ave.
Orlando, FL 32809



Douglas P. Hooker

Title: President

Date: 10/05/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Douglas P. Hooker

Date: 10/05/00

REGISTERED AGENT FILING FEE: \$35.00

WAIVER OF NOTICE
OF THE ORGANIZATION MEETING OF
REGIONAL DEVELOPMENT OF SOUTH CATROLINA, INC.


We, the undersigned incorporator named in the certificate of incorporation of the above-named corporation hereby agree and consent that the organization meeting of the corporation be held on the date and time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting: 5511 Hansel Ave.
Orlando, FL 32809

Date of meeting: October 5, 2000

Time of meeting: 8:00 AM

Dated: October 5, 2000


Douglas P. Hooker

00 OCT -5 PM 1:28
SECRETARY OF STATE
TALAHASSEE, FLORIDA

FILED